

# Findel plc

For use at the Annual General Meeting to be held on 29 August 2017

## Findel plc Form of Proxy

For use at the Annual General Meeting to be held at The Dunkenhalgh Hotel, Blackburn Road, Clayton-le-Moors, Blackburn BB5 5JP at 2.00pm on 29 August 2017

Voting ID \_\_\_\_\_ Task ID \_\_\_\_\_ Shareholder reference no. \_\_\_\_\_

You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

I/We the undersigned being (a) member(s) of the above-named Company, hereby appoint the Chairman of the Meeting (see note 2) or

as my/our proxy in respect of  ordinary shares to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 29 August 2017 and at any adjournment thereof.

Please indicate with an X in the space below how you wish your vote to be cast. By signing this card you are directing and authorising your proxy to vote on the resolutions as indicated. Should this card be returned signed but without specific direction your proxy will vote (or abstain from voting) as he/she thinks fit and by signing this card you are directing and authorising your proxy to vote as he/she thinks fit, including in relation to any other matter(s) properly put before the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made   
For the appointment of more than one proxy, please see note 3 on reverse.

### Resolutions

- 1 To receive the annual accounts together with the directors' and auditors reports
- 2 To approve the policy on directors' remuneration report
- 3 To approve the directors' remuneration report (excluding the Remuneration Policy Report)
- 4 To appoint Mr I Burke as a director
- 5 To appoint Mr S Caldwell as a director
- 6 To reappoint Mr G Ball as a director
- 7 To reappoint Mr F Coumau as a director
- 8 To reappoint Mr W Grimsey as a director
- 9 To reappoint Mr P Maudsley as a director
- 10 To reappoint Mr E Tracey as a director
- 11 To reappoint KPMG LLP as auditors
- 12 To authorise the directors to determine the auditor's remuneration
- 13 To authorise political donations
- 14 To enable meetings to be called on short notice

	For	Against	Vote Withheld
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

NOTES:

- 1 You are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy need not be a shareholder of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint a proxy in accordance with the procedures set out in these notes and in the notes to the Notice of Meeting.
- 2 If you wish to appoint a proxy other than the Chairman of the Meeting, please insert the name of your proxy in the box provided, strike out the words "the Chairman of the Meeting" and initial the alteration. If you sign and return this form of proxy with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- 3 To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA on 0371 384 2195 (lines open 8.30am to 5.30pm, Monday to Friday) or +44 (0) 121 415 7047 from overseas, or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 4 To be valid, this form of proxy (together with any power of attorney or other authority under which it is signed) must be deposited at the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 2.00pm on 27 August 2017.
- 5 A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against a resolution.
- 6 In the case of an individual, this form of proxy must be signed by the appointor or his attorney.
- 7 In the case of a corporation, this form must be either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
- 8 Any power of attorney or other authority under which this proxy card is signed (or a duly certified copy of such power or authority) must be included with the proxy card.
- 9 In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 10 Appointment of a proxy will not prevent a member from attending and voting at the meeting should the member decide to do so.
- 11 As an alternative to completing this hard copy proxy form, you may appoint a proxy or proxies electronically by submitting your proxy electronically at the Equiniti website [www.sharevote.co.uk](http://www.sharevote.co.uk). For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than 48 hours before the time appointed for the holding of the meeting (or, if the meeting is adjourned no later than 48 hours before the time of the adjourned meeting). Any electronic communication sent by you to the Company or Equiniti which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform you of the rejected communication.
- 12 To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID RA 19) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST participants may lodge their proxy appointments via CREST. Further instructions are in note (i) of the notice convening the meeting. If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 13 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.
- 14 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 15 For details of how to change a proxy instruction or revoke an appointment please contact Equiniti Limited using the details above.
- 16 For the purpose of determining who is entitled to attend or vote (whether on a show of hands or poll) at the meeting a member must be entered on the register of members not later than 6.30pm on 27 August 2017.



Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU